

WEEKS DOYLE C

Form 4

June 30, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WEEKS DOYLE C**

(Last) (First) (Middle)

4991 CORPORATE DRIVE

(Street)

HUNTSVILLE, AL 35805

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**AVOCENT CORP [AVCT]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/26/2009

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

President, COO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/26/2009		A	Amount 32,500 (6)	(A) or (D) A \$ 14.21	129,648 (4)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Options (right to buy)	\$ 26.94							05/02/2000 <sup>(1)</sup>	05/02/2010	Common Stock
Options (rights to buy)	\$ 52.4375							09/18/2000 <sup>(2)</sup>	09/18/2010	Common Stock
Options (rights to buy)	\$ 27.25							03/07/2003 <sup>(3)</sup>	03/07/2013	Common Stock
Options (rights to buy)	\$ 40.98							02/05/2004 <sup>(3)</sup>	02/05/2014	Common Stock
Performance-share Award with Market Conditions	\$ 14.97							02/18/2008 <sup>(5)</sup>	02/19/2018	Common Stock
Performance-share award with Market Conditions	\$ 0	06/26/2009		A		40,625		06/26/2009 <sup>(7)</sup>	06/26/2019	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEEKS DOYLE C 4991 CORPORATE DRIVE HUNTSVILLE, AL 35805	X		President, COO	

## Signatures

Richard K Hempstead Attorney-in-Fact for Doyle C. Weeks 06/30/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Grant date, 50% vest and become exercisable on the first anniversary of the grant date and 25% on each grant date anniversary thereafter.

(2) Grant date, 15% vests every six months for the first 12 months, 6.25% vests quarterly for the following 24 months and 5% vests quarterly for the remaining 12 months.

(3)

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Grant date, 25% vests after 6 months and in 10 equal quarterly installments thereafter. Vesting of unvested options accelerated and became 100% vested on December 25, 2005.

- (4) Includes 81,021 time-based and performance-based (now deemed earned). 31,320 shares vest in Quarter 1 of 2010, 24,868 shares vest in Quarter 1 of 2011, and 10,833 shares vest in Quarter 1 of 2012. This also includes 14,000 shares of restricted stock units granted on July 14, 2008. These shares vest on the earlier of the first anniversary of the grant date or the closing price of Avocent's common stock being at or above a specified level for each trading day during any consecutive 30 calendar day period.
- (5) Grant date; These are performance-shares awards with market conditions tied to company stock price to be earned over a two year period. If earned, the shares will vest over a three year period beginning January 1, 2009.
- (6) These are time-based restricted shares granted on June 26, 2009. These shares vest equally over three years, one-third on February 8, 2010, one-third on February 8, 2011, and one-third on February 8, 2012.
- (7) Grant date; These are performance-shares awards with market conditions tied to company stock price to be earned over a two year period. If earned, the shares will vest over a three year period beginning February 8, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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